



HEBER CREEPER

P.O. BOX 69, HEBER CITY, UTAH, 84032

PHONE: (801) 654-2621

Heber Creeper, Inc.
Minutes of Annual Stockholders Meeting
April 4, 1975

Meeting convened at 1:15 p.m. Roll Call of Stockholders showed the following shares present and voting:

Lowe Ashton	11,840	Douglas A. Brown	648
Gordon Mendenhall	5,105	Don C. Hicken	2,100
Gordon G. Wheeler	326	William Craig Drury	120
Albert LeFevre	302	C. H. Nielsen	9,726
J. R. Edwards	3,000	R. J. Hatfield	309
James W. Ritchie	4,532	W. R. Budd	10,977
R. R. Green	5,200	Steven L. Carr	500
Leon Ritchie	4,531	J. D. Boggess	10,025

TOTAL PRESENT: 69,241

Proxies held by Lowe Ashton included:

W. E. Sweeney	16,000
D. E. Wallengren	4,000
Ralph Ashton	3,500
Ed McLaughlin	1,400
Donnal M. Hoggan	2,500

Proxies Held by R. R. Green included:

Jess R. Buckner	4,200
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TOTAL PROXIES: 31,600

Noting that there were 100,841 shares present or by proxy, a determination of a quorum was made and the meeting proceeded.

Don Hicken moved that proof of notice be waived. W. R. Budd seconded.
Motion carried.

Rey Arnold read the minutes of the stockholder meeting held April 13, 1974.
Gordon Mendenhall moved they be accepted as read. W. R. Budd seconded.
Motion carried.

Lowe Ashton indicated that the annual newsletter pretty much covered reports of officers and committees and invited questions on the newsletter. Steven Carr asked about progress on the request for a fare increase and management's judgement on the effect on volume. Rey Arnold indicated the petition with

the Public Service Commission was progressing well and that in his estimation the proposed increase would not be detrimental to volume. Lowe suggested that the need for an increase was critical because of inflation. Federal minimum wage requirements etc. Lowe Ashton outlined the schedule, season, and new concepts for the train as included in the newsletter. He provided additional background on current negotiations to lease a food entity -- the Hub and/or and Stardust -- to supply food to the train and a year around diversification of operations. James Ritchie moved that the reports of officers and committees be accepted as published in the newsletter and discussed. Don Hicken seconded. Motion carried.

Lowe Ashton called for nominations for inspectors of election. W. R. Budd moved to suspend the rules and re-elect the slate of directors as now constituted by acclamation. J. D. Boggess seconded. Motion carried with negative votes cast by Douglas A. Brown, R. J. Hatfield, and Gordon Wheeler.

Lowe Ashton called for items of unfinished business with no response.

Lowe Ashton called for items of new business with no response.

James Ritchie moved that the stockholders meeting be adjourned. J. R. Edwards seconded. Motion carried. Meeting adjourned at 2:25 p.m.